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WC 09-203

Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

FILED/ACCEPTED

NOV - 4 2009

Office of the Secretary

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| In the Matter of the Application of |) |
| ACCESS MEDIA 3, INC. |) |
| and |) File No. ITC-T/C-2009 |
| AM3 HOLDING CORP. |) WC Docket No. 09 |
| For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934 to Complete a Transfer of Control and Internal Corporate Restructuring of Access Media 3, Inc., an Authorized Domestic Interstate and International Carrier |))))))))) |

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transactions

Access Media 3, Inc. ("AM3") and AM3 Holding Corp. ("AM3 Holding", together with AM3, "Applicants"), by and through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04, 63.18 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.18 & 63.24, hereby request that the Commission grant such authority as may be necessary or required to enable Applicants to consummate a series of transactions which will ultimately result in the current owners of AM3 relinquishing positive control of AM3. AM3 also notifies the Commission that the proposed transaction will result in a *pro forma* change in the corporate ownership of AM3 in order to establish AM3 Holding as a holding company for AM3. Applicants emphasize that all of the proposed

transactions described herein are stock transactions which are not expected to affect the day-to-day operations of AM3 or result in the assignment of any of AM3's operating assets or discontinuance of service to any of AM3's customers. The proposed transactions will be entirely transparent to AM3 customers and are not expected to have any detrimental effects on the services AM3 provides.

Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transactions as soon as possible.

B. Application Eligible for Streamlined Processing

With respect to domestic interstate services, Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their affiliates are dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). Although through the proposed transaction AM3 will become affiliated with a foreign carrier, the affiliated destination market (Kuwait) is a WTO Member country and, as set forth in greater detail below, AM3 qualifies for a presumption of non-dominance under Commission

Rule 63.10(a)(4), 47 C.F.R. §63.10(a)(4). As a result, this application meets the conditions set forth in 47 C.F.R. §63.12(c)(1)(iv) and the restrictions on streamline processing set forth in Section 63.12(c)(1) therefore do not apply. None of the other scenarios in Section 63.10(c) apply. 47 C.F.R. § 63.12(c).

II. THE APPLICANTS

A. Access Media 3, Inc. ("AM3")

AM3 is a corporation formed under the laws of the State of Illinois. AM3's corporate headquarters are located at 625 Plainfield Rd., Suite 230, Willowbrook, IL 60527. AM3 provides a variety of regulated and unregulated voice and Internet services, including dedicated Internet access, POTS and hosted Voice over Internet Protocol. AM3 provides service to businesses and residential customers in Illinois, Minnesota, Wisconsin and Iowa. AM3 holds international Section 214 authority and is authorized to provide domestic interstate service by virtue of blanket Section 214 authority. AM3 also holds state authority to provide local and toll services in Illinois, Minnesota and Wisconsin and is authorized to provide such services in Iowa on a deregulated basis.

B. AM3 Holding Corp. ("AM3 Holding")

AM3 Holding is a Delaware corporation headquartered at 625 Plainfield Rd., Suite 230, Willowbrook, IL 60527. AM3 Holding is a newly formed holding company set up solely to hold the stock of AM3. AM3 Holding currently has no operations of any kind and does not hold any state or federal regulatory authority to operate as a public utility or a provider of telecommunications services.

III. <u>DESCRIPTION OF THE TRANSACTIONS</u>

Applicants have agreed to complete a series of transactions whereby the individuals who current collectively own and control a majority of AM3 will relinquish positive control of AM3. Specifically, Applicants propose to complete transactions whereby:

- (1) Complete ownership of AM3 will be transferred on a *pro forma* basis from AM3's existing owners to AM3 Holding. Following that intracorporate change, AM3 will be a wholly owned direct subsidiary of AM3 Holdings; and,
- (2) Certain additional investors will purchase equity interests in AM3 Holdings, Meritage Fund III, L.P. will purchase passive interests of AM3 Holdings of approximately 34%. WP North America Private Equity, L.P. and COREalpha Private Equity Partners II L.P. will each purchase passive interests in AM3 Holdings of approximately 17%. As a result of those transactions, the new investors will acquire indirect rights in AM3 that the current majority owners of AM3, Scott A. Rediger, the current CEO of AM3, and Robert J. Heiderscheidt, will no longer collectively hold positive control of AM3 Holdings. Accordingly, through the proposed transactions, the management group that currently owns and controls AM3 will relinquish positive control of AM3. Following the proposed transactions, no shareholder of AM3 Holdings will own more than approximately 34% of AM3 Holdings.

Although following the proposed transactions Mr. Rediger and Mr. Heiderscheidt, collectively will no longer exercise positive control over AM3, immediately following the proposed transactions, Mr. Rediger will continue to be the CEO and a member of the Board of Directors of AM3 and AM3 Holding and will continue to exercise day-to-day control over AM3's operations, subject to oversight of the Board of Directors. In addition, there will be no changes in the other officers or management roles within the company.

Furthermore, the proposed transactions will not have any immediate effect on AM3's operations or adversely affect any of the customers who receive service in connection with AM3's on-going operations. Immediately following the consummation of the transactions, AM3's customers will continue to receive service under the same rates, terms and conditions of service and continue to receive service under the AM3 brand name. AM3 will continue to operate and provide services to its customers and will retain the assets used in the provisions of those services. The transaction is also not expected to have any effect on the day-to-day management of AM3. As a result, the transactions will be virtually transparent to AM3's customers in terms of the services they receive. An illustrative chart describing the proposed transactions is provided in Exhibit A.

IV. PUBLIC INTEREST STATEMENT

Applicants respectfully submit that the proposed transactions serve the public interest. In particular, Applicants submit that the transactions will ensure that AM3's customers can continue to receive service on an uninterrupted basis; and, that the transactions will be seamless in nature and therefore transparent to those eustomers. The proposed changes in ownership of AM3 will not inconvenience, confuse or otherwise harm AM3's customers. AM3's customers will continue to receive service under the same rates, terms and conditions of service as those which customers currently receive.

At the same time, by providing AM3 significant additional access to capital, the proposed transaction described above will serve the public interest by ensuring that AM3 has the ability to expand its services and operations over time. The proposed transactions will enable AM3 to extend its operations by taking advantage of opportunities in the market by acquisition, direct expansion or both. AM3's increase capacity is expected to allow the company to compete more

effectively. That competition should provide public benefits by providing potential AM3 customers additional service options.

V. <u>INFORMATION REQUIRED BY SECTIONS 63.18 AND 63.24</u>

Pursuant to Section 63.04 of the Commission's Rules, the Applicants submit the following information in support of this Application:

(a) Name, address and telephone number of each Applicant:

AM3:

Access Media 3, Inc. (FRN # 0016338535) 625 Plainfield Rd., Suite 230, Willowbrook, IL 60527 Telephone: (630) 230-0555

AM3 Holding:

AM3 Holding Corp. (FRN # 0019150010) 625 Plainfield Rd., Suite 230, Willowbrook, IL 60527 Telephone: (630) 230-0555

(b) Jurisdiction of Organizations:

AM3:

AM3 is a corporation formed under the laws of the State of Illinois.

AM3 Holding:

AM3 Holding is a corporation formed under the laws of the State of Delaware.

(c) Correspondence concerning this Application should be sent to:

Brian McDermott Edward S. Quill, Jr. Synergies Law Group, PLLC 1002 Parker Street Falls Church, Virginia 22046 Telephone: (571) 730-4970 Facsimile: (571) 730-4971

bmcdermott@synergieslawgroup.com equill@synergieslawgroup.com

- (d) AM3 holds international resold and facilities-based Section 214 authority pursuant to authority granted by the Commission in File No. ITC-214-20070418-00149. AM3 also holds blanket domestic interstate Section 214 authority. AM3 Holding holds no FCC authority.
- (e) Applicants seek authority to transfer control of AM3 to AM3 Holding in connection with an indirect transfer of control of AM3. AM3 will continue to provide interstate telecommunications services to its existing customers and therefore does not seek approval to discontinue any type of service through this Application.
- (f) Not applicable.
- (g) Not applicable.
- (h) Ownership information for AM3 is provided below.

Current Ownership Information of AM3

(1) The following entity owns or controls ten percent (10%) or more of Access Media 3, Inc.:

Name: Scott A. Rediger

625 Plainfield Rd., Suite 230,

Willowbrook, IL 60527

Citizenship: U.S. Equity/Voting Interest: 43.3%

Principal Business: Telecommunications

and

Name: Robert J. Heiderscheidt

625 Plainfield Rd., Suite 230,

Willowbrook, IL 60527

Citizenship:

U.S.

Equity/Voting Interest:

26.4%

Principal Business:

Investments

Post-Closing Ownership Information

(1) The following entity will own or control ten percent (10%) or more of Access Media 3, Inc.:

Name:

AM3 Holding Corp.

625 Plainfield Rd., Suite 230,

Willowbrook, IL 60527

Citizenship:

United States

Equity/Voting Interest:

100%

Principal Business:

Holding Company

(2) The following entities will own or control ten percent (10%) or more of **AM3 Holding Corp.**:

Name:

Scott Rediger

625 Plainfield Rd., Suite 230,

Willowbrook, IL 60527

Citizenship:

United States

Equity/Voting Interest:

13.6%

Principal Business:

Telecommunications

Name: Address: Meritage Fund III, L.P. 1600 Wynkoop Street,

Suite 300

Denver, Colorado 80202

Citizenship:

United States

Equity/Voting Interest:

34.2%

Principal Business:

Investments

Name:

WP North America Private Equity, L.P.

Address:

155 N. Wacker Dr.; Suite 4400

Chicago, IL 60606

Citizenship:

United States

Equity/Voting Interest:

17.1%

Principal Business:

Investments

Name:

COREalpha Private Equity Partners II L.P.

Address:

155 N. Wacker Dr.; Suite 4400

Chicago, IL 60606

Citizenship:

United States

Equity/Voting Interest:

17.1%

Principal Business:

Investments

(3) The following entity will own or control ten percent (10%) or more of Meritage Fund III, L.P.

Name:

Meritage Investment Partners III, LLC

Address:

1600 Wynkoop Street.

Suite 300

Denver, Colorado 80202

Citizenship:

United States

Equity/Voting Interest:

100%

Principal Business:

Investments

No entity holds an interest in Meritage Investment Partners III, LLC large enough to cause it to own or control 10% or more of Access Media 3, Inc.

(4) The following entities will own or control ten percent (10%) or more of WP North America Private Equity, L.P.:

Name:

WP North America Private Equity GP, LLC

Address:

155 N. Wacker Dr.; Suite 4400

Chicago, IL 60606

Citizenship:

United States

Equity/Voting Interest:

General Partner

Principal Business:

Investments

Name:

Forsta AP-Fonden Kapital KB 155 N. Wacker Dr.; Suite 4400

Address:

Chicago, IL 60606

Citizenship:

Sweden

Equity/Voting Interest:

99%

Principal Business:

Pension Plan

No entity holds an interest in Forsta AP-Fonden Kapital KB large enough to cause it to own or control 10% or more of Access Media 3, Inc.

(5) The following entities will own or control ten percent (10%) or more of WP North America Private Equity GP, LLC:

Name:

WAFRA Investment Advisory Group, Inc.

Address:

155 N. Wacker Dr.; Suite 4400

Chicago, IL 60606

Citizenship:

United States

Equity/Voting Interest:

50%

Principal Business:

Investments

(6) The following entities will own or control ten percent (10%) or more of WAFRA Investment Advisory Group, Inc.:

Name: Address: WAFRA Investment Corporation 155 N. Wacker Dr.: Suite 4400

Chicago, IL 60606

Citizenship:

Cayman Islands

Equity/Voting Interest:

100%

Principal Business:

Holding Company

(7) The following entities will own or control ten percent (10%) or more of WAFRA Investment Corporation:

Name:

The Public Institution for Social Security

Address:

155 N. Wacker Dr.; Suite 4400

Chicago, IL 60606

Citizenship:

Kuwait 95.5%

Equity/Voting Interest:

Journal on

Principal Business:

Investments

(8) The following entities will own or control ten percent (10%) or more of **The Public Institution for Social Security**:

Name:

The State of Kuwait

Address:

155 N. Wacker Dr.; Suite 4400

Chicago, IL 60606

Citizenship:

Kuwait

Equity/Voting Interest:

100%

Principal Business:

Government

(9) The following entities are the general or managing partner of **COREalpha Private Equity Partners II L.P.:**

Name:

WP COREalpha II GP, LLC

Address:

155 N. Wacker Dr.; Suite 4400

Chicago, IL 60606

Citizenship:

United States

Equity/Voting Interest:

100%

Principal Business:

Investments

(10) The following entities are the general or managing partner of WP COREalpha II GP, LLC:

Name:

WAFRA Investment Advisory Group, Inc.

Address:

155 N. Wacker Dr.: Suite 4400

Chicago, IL 60606

Citizenship:

United States

Equity/Voting Interest:

Principal Business: Investments

(11) The following entities will own or control ten percent (10%) or more of WAFRA Investment Advisory Group, Inc.:

50%

Name:

WAFRA Investment Corporation

Address:

155 N. Wacker Dr.; Suite 4400 Chicago, IL 60606

Citizenship:

Cayman Islands

Equity/Voting Interest:

100%

Principal Business:

Holding Company

(12) The following entities will own or control ten percent (10%) or more of WAFRA Investment Corporation:

Name:

The Public Institution for Social Security

Address:

155 N. Wacker Dr.; Suite 4400

Chicago, IL 60606

Citizenship:

Kuwait 95.5%

Equity/Voting Interest: Principal Business:

Investments

(13) The following entities will own or control ten percent (10%) or more of The Public Institution for Social Security:

Name:

The State of Kuwait

Address:

155 N. Wacker Dr.; Suite 4400

Chicago, IL 60606

Citizenship:

Kuwait

Equity/Voting Interest:

100%

Principal Business:

Government

Applicants currently have no interlocking directorates with foreign carriers.

- (i) Applicants are not foreign carriers. However, through the proposed transactions, as described in Section (h) above, following the transaction the State of Kuwait will own or control approximately 34% of AM3. Upon information and belief, the State of Kuwait owns and controls the Kuwait Ministry of Communications which provides communications services in Kuwait. Therefore, although the interests held by the State of Kuwait are entirely passive in nature, AM3 believes that it may become affiliated with the Kuwait Ministry of Communications through the proposed transaction.
- (j) Applicants are not foreign carriers and do not control any foreign carrier. No foreign carriers have ownership interests in Applicants. Upon information and belief, upon completion of the proposed transactions, the State of Kuwait will

indirectly hold a greater than 25% indirect ownership or control in Applicants (as calculated under the Commission's attribution rules) following the transactions in addition to control of the Kuwait Ministry of Communications.

- (k) Kuwait is a World Trade Organization ("WTO") member country.¹
- (I) Not applicable.
- (m) Following the proposed transactions, AM3 will continue to qualify for a presumption of non-dominance pursuant to Section 63.10 of the Commission's rules. 47 C.F.R. §63.10. Specifically, carriers that qualify for a presumption of non-dominance under Section 63.10(a)(4) are not presumed to be dominant carriers under Section 63.10(a)(2). Section 63.10(a)(4) states in relevant part that:

A carrier that is authorized under this part to provide to a particular destination an international switched service, and that provide such service solely through the resale of an unaffiliated U.S. facilities-based carrier's international switched services (either directly or indirectly through the re-sale of another U.S. resale carrier's international switched services), shall presumptively be classified as non-dominant for the provide of the authorized service.

47 C.F.R. §63.10(a)(4). The only international services AM3 provides are international switched services. AM3 does not provide any facilities-based international services and provides resold services only through the resale of international switched services provided by unaffiliated U.S. facilities-based carriers. As a result, AM3 qualifies for a presumption of non-dominance pursuant to Section 63.10(a)(4) of the Commission's rules. 47 C.F.R. §63.10(a)(4). AM3 recognizes that it must notify the Commission if AM3 begins to provide international services through the resale of an affiliated U.S. facilities-based carrier.

- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier (including without limitation the Kuwait Ministry of Communications) with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. See also 47 C.F.R. §§ 1.2001-1.2003.

http://www.wto.org/english/thewto e/countries e/kuwait e.htm.

- (p) With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). Section 63.12(c)(1) does not apply. That section states in relevant part:
 - (c) The streamline process procedures provided by paragraph (a) and (b) of this section shall not apply where: . . . (1) The applicant is affiliated with a foreign destination market unless the applicant clearly demonstrates in its application one of the following: . . . (iv) The affiliated destination market is a WTO Member country and the applicant qualifics for a presumption of non-dominance under § 63.10(a)(4) of this part. . .

Applicants meet the criteria sct forth in Section 63.12(c)(1)(iv), 47 C.F.R. §63.12(c)(1)(iv). Specifically, upon information and believe Applicants will become affiliated through the proposed transaction with the Kuwait Ministry of Communications. The destination market at issue is Kuwait, which is a WTO Member country. As set forth in detail in Paragraph (m) above, Applicants qualify and will continue following the transaction to qualify for presumptive non-dominance pursuant to Section 63.10(a)(4), 47 C.F.R. §63.10(a)(4). None of the other scenarios set forth in Section 63.12(c) apply. Accordingly this application is eligible for streamlined processing under the Commission's Rules.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed transactions is set forth in Section III above.
- (a)(7) AM3 provides intrastate services primarily in Illinois and Minnesota, but has limited operations in Wisconsin and Iowa. AM3 Holding does not provide services. Neither of the Applicants or their affiliates is dominant with respect to any service.
- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates

http://www.wto.org/english/thewto e/countries e/kuwait e.htm.

combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their affiliates are dominant with respect to any service.

- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to the proposed transactions.
- (a)(10) Prompt completion of the proposed transactions is critical to ensuring that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transactions as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV above.

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VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Indeed, failure to grant it would directly harm the public interest. Applicants therefore respectfully request expedited treatment to permit Applicants to consummate the proposed transactions as soon as possible.

Respectfully submitted,

Brian McDermott

Edward S. Quill, Jr.

Synergies Law Group, PLLC

1002 Parker Street

Falls Church, Virginia 22046

Telephone: (571) 730-4970 Facsimile: (571) 730-4971

bmcdermott@synergieslawgroup.com

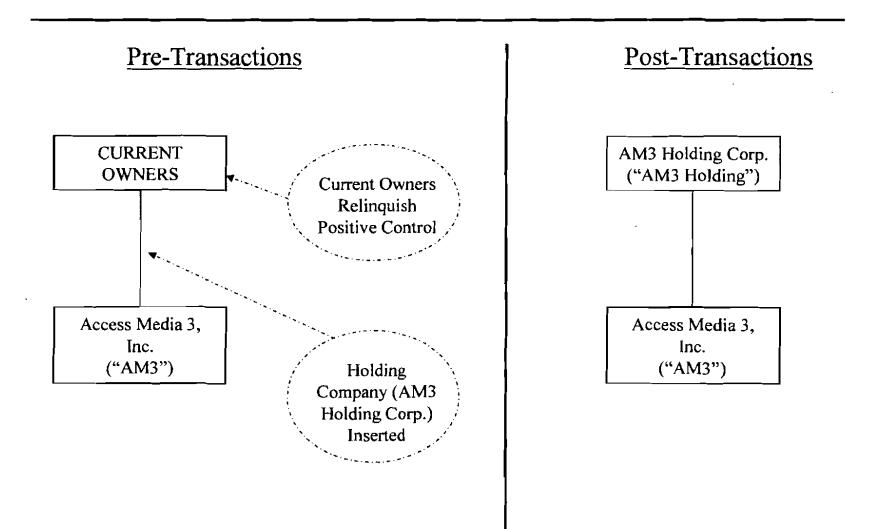
equill@synergieslawgroup.com

Dated: October 26, 2009

Exhibit A

Illustrative Chart

Illustrative Chart



Verification

I, Scott A. Rediger, Chief Executive Officer of Access Media 3, Inc. and AM3 Holding Corp., certify that the information in the foregoing Application is true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 2009 day of October, 2009.

Scott Rediger

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

| (1) LOCK BOX # 979091 | | | Γ | SPECIAL USE ONLY | |
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| 317071 | | | | FCC USE ONLY | |
| SECTION A - PAYER INFORMATION | | | | | |
| (2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) | | (3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00 | | | |
| (4) STREET ADDRESS LINE NO 1 1002 Parker St. | | | | | |
| (5) STREET ADDRESS LINE NO. 2 | | | | | |
| Falls Church | | (7) STATE VA | 22046 | | |
| (9) DAYTIME TELEPHONE NUMBER (include area code) (10) COUNTRY (10) COU | | CODE (if notice U.S.A.) | | | |
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| Access Media 3, Inc. | | | | | |
| (14) STREET ADDRESS LINE NO.1 | | | | | |
| 625 Plainfield Road | | _ | | | |
| (15) STREET ADDRESS LINE NO 1 Suite 230 | | | | | |
| (16)CBY | | | (17)STATE | (18) Z)? CODE | |
| Willowbrook IL 60527 | | | | | |
| (19) DAYTIME TELEPHONE NUMBER (social 630-2300555 x2300 | ide area code) | US | CODE (if not in U | SAJ | |
| V3D-2300353 X2300 | FCC REGISTRATION I | | EQUIRED | | |
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| SECTION D - CERTIFICATION | | | | | |
| CERTIFICATION STATEMENT 1 Education 1 Certify under penalty of perjuty that the foregoing and supporting information is true and correct to 1 the best of my knowledge information and helief | | | | | |
| SIGNATURE DATI, 10/36/05 | | | | | |
| SECTION E - CREDIT CARD PAYMENT INFORMATION | | | | | |
| MASTERCARDVISAAMENDISCOVER | | | | | |
| | ACCOUNT NUMBER EXPIRATION DATE | | | | |
| Thereby authorize the FCC to charge my credit card for the service(s)/authorization herein described | | | | | |
| | | | | | |
| SIGNATURE DATE | | | | | |